

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

In re:	)	) Chapter 11
	)	)
SBARRO, INC.,	)	) Case No. 11-11527 (SCC)
	)	)
Debtor.	)	)
	)	)
Tax I.D. No. 11-2501939	)	)
	)	)
	)	)
In re:	)	) Chapter 11
	)	)
CARMELA'S OF KIRKMAN	)	) Case No. 11-11528 (SCC)
OPERATING, LLC,	)	)
	)	)
Debtor.	)	)
	)	)
Tax I.D. No. 16-1751182	)	)
	)	)
	)	)
In re:	)	) Chapter 11
	)	)
CARMELA'S OF KIRKMAN LLC,	)	) Case No. 11-11529 (SCC)
	)	)
Debtor.	)	)
	)	)
Tax I.D. No. 59-3827703	)	)
	)	)
	)	)
In re:	)	) Chapter 11
	)	)
CARMELA'S, LLC,	)	) Case No. 11-11530 (SCC)
	)	)
Debtor.	)	)
	)	)
Tax I.D. No. 11-3728088	)	)
	)	)

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In re: ) Chapter 11  
COREST MANAGEMENT, INC., ) Case No. 11-11531 (SCC)  
Debtor. )  
Tax I.D. No. 11-3189134 )  
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In re: ) Chapter 11  
DEMEFAC LEASING CORP., ) Case No. 11-11532 (SCC)  
Debtor. )  
Tax I.D. No. 11-3342379 )  
\_\_\_\_\_  
In re: ) Chapter 11  
LARKFIELD EQUIPMENT CORP., ) Case No. 11-11533 (SCC)  
Debtor. )  
Tax I.D. No. 11-3117947 )  
\_\_\_\_\_  
In re: ) Chapter 11  
LAS VEGAS CONVENTION CENTER LLC, ) Case No. 11-11534 (SCC)  
Debtor. )  
Tax I.D. No. 27-1447645 )  
\_\_\_\_\_  
In re: ) Chapter 11  
SBARRO AMERICA PROPERTIES, INC., ) Case No. 11-11535 (SCC)  
Debtor. )  
Tax I.D. No. 11-3279540 )  
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In re: ) Chapter 11  
SBARRO AMERICA, INC., ) Case No. 11-11536 (SCC)  
Debtor. )  
Tax I.D. No. 11-3189130 )  
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In re: ) Chapter 11  
SBARRO BLUE BELL EXPRESS LLC, ) Case No. 11-11537 (SCC)  
Debtor. )  
Tax I.D. No. 03-0601419 )  
\_\_\_\_\_  
In re: ) Chapter 11  
SBARRO COMMACK, INC., ) Case No. 11-11538 (SCC)  
Debtor. )  
Tax I.D. No. 11-3044007 )  
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In re: ) Chapter 11  
SBARRO EXPRESS LLC, ) Case No. 11-11539 (SCC)  
Debtor. )  
Tax I.D. No. 56-2550253 )  
\_\_\_\_\_  
In re: ) Chapter 11  
SBARRO HOLDINGS, LLC, ) Case No. 11-11540 (SCC)  
Debtor. )  
Tax I.D. No. 20-8343819 )  
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In re: ) Chapter 11  
SBARRO NEW HYDE PARK, INC., ) Case No. 11-11541 (SCC)  
Debtor. )  
Tax I.D. No. 11-3306185 )  

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In re: ) Chapter 11  
SBARRO OF LAS VEGAS, INC., ) Case No. 11-11542 (SCC)  
Debtor. )  
Tax I.D. No. 11-3282853 )  

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In re: ) Chapter 11  
SBARRO OF LONGWOOD, LLC, ) Case No. 11-11543 (SCC)  
Debtor. )  
Tax I.D. No. 43-2060328 )  

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In re: ) Chapter 11  
SBARRO OF VIRGINIA, INC., ) Case No. 11-11544 (SCC)  
Debtor. )  
Tax I.D. No. 11-2872309 )  

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In re: ) Chapter 11  
SBARRO PENNSYLVANIA, INC., ) Case No. 11-11545 (SCC)  
Debtor. )  
Tax I.D. No. 11-3463530 )  

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In re: ) Chapter 11  
SBARRO PROPERTIES, INC., ) Case No. 11-11546 (SCC)  
Debtor. )  
Tax I.D. No. 11-3279541 )  
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In re: ) Chapter 11  
SBARRO VENTURE, INC., ) Case No. 11-11547 (SCC)  
Debtor. )  
Tax I.D. No. 11-3273182 )  
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In re: ) Chapter 11  
SBARRO'S OF TEXAS, INC., ) Case No. 11-11548 (SCC)  
Debtor. )  
Tax I.D. No. 76-0435139 )  
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In re: ) Chapter 11  
UMBERTO AT THE SOURCE, LLC, ) Case No. 11-11549 (SCC)  
Debtor. )  
Tax I.D. No. 11-3348024 )  
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In re: ) Chapter 11  
UMBERTO DEER PARK, LLC, ) Case No. 11-11550 (SCC)  
Debtor. )  
Tax I.D. No. 11-3378728 )  
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In re:	)	) Chapter 11
UMBERTO HAUPPAUGE, LLC,	)	) Case No. 11-11551 (SCC)
Debtor.	)	)
Tax I.D. No. 11-3408245	)	)
	)	)
In re:	)	) Chapter 11
UMBERTO HICKSVILLE, LLC,	)	) Case No. 11-11552 (SCC)
Debtor.	)	)
Tax I.D. No. 11-3450989	)	)
	)	)
In re:	)	) Chapter 11
UMBERTO HUNTINGTON, LLC,	)	) Case No. 11-11553 (SCC)
Debtor.	)	)
Tax I.D. No. 11-3288890	)	)
	)	)
In re:	)	) Chapter 11
UMBERTO WHITE PLAINS, LLC,	)	) Case No. 11-11554 (SCC)
Debtor.	)	)
Tax I.D. No. 11-3348159	)	)
	)	)

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### **ORDER DIRECTING JOINT ADMINISTRATION OF RELATED CHAPTER 11 CASES**

Upon the motion (the “*Motion*”)<sup>1</sup> of Sbarro, Inc. (“*Sbarro*”) and certain of its affiliates, as debtors and debtors in possession (collectively, the “*Debtors*”), for entry of an order (this “*Order*”) directing the joint administration of the Debtors’ related chapter 11 cases; and upon the

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<sup>1</sup> All capitalized terms used but otherwise not defined herein shall have the meanings set forth in the Motion.

First Day Declaration; and this Court having found that this Court has jurisdiction over this matter pursuant to 28 U.S.C. § 1334; and this Court having found that the Motion is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and this Court having found that venue of this proceeding and the Motion in this District is proper pursuant to 28 U.S.C. § 1408; and this Court having found that the relief requested in the Motion is in the best interests of the Debtors' estates, their creditors and other parties in interest; and notice of the Motion appearing adequate and appropriate under the circumstances; and this Court having found that no other or further notice need be provided; and this Court having reviewed the Motion and having heard statements in support of the Motion at a hearing held before this Court (the "*Hearing*"); and this Court having determined that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein; and any objections to the relief requested herein having been withdrawn or overruled on the merits; and after due deliberation and sufficient cause appearing therefore, it is hereby ORDERED THAT:

1. The Motion is granted to the extent set forth herein.
2. The above-captioned chapter 11 cases are consolidated for procedural purposes only and shall be jointly administered by this Court under Case No. 11-11527 (SCC).

3. The consolidated caption of the jointly administered cases should read as follows:

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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In re:	)
	) Chapter 11
SBARRO, INC., <i>et al.</i> <sup>1</sup>	) Case No. 11-11527 (SCC)
	)
Debtors.	) Jointly Administered
	)

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4. An entry shall be made on the docket of each of the Debtors' cases, other than that of Sbarro that is substantially similar to the following:

An order has been entered in accordance with Rule 1015(b) of the Federal Rules of Bankruptcy Procedure directing the joint administration of the chapter 11 cases of: Sbarro, Inc.; Sbarro Holdings, LLC; Carmela's of Kirkman Operating, LLC; Carmela's of Kirkman LLC; Carmela's, LLC; Corest Management, Inc.; Demefac Leasing Corp.; Larkfield Equipment Corp.; Las Vegas Convention Center LLC; Sbarro America Properties, Inc.; Sbarro America, Inc.; Sbarro Blue Bell Express LLC; Sbarro Commack, Inc.; Sbarro Express LLC; Sbarro New Hyde Park, Inc.; Sbarro of Las Vegas, Inc.; Sbarro of Longwood, LLC; Sbarro of Virginia, Inc.; Sbarro Pennsylvania, Inc.; Sbarro Properties, Inc.; Sbarro Venture, Inc.; Sbarro's of Texas, Inc.; Umberto at the Source, LLC; Umberto Deer Park, LLC; Umberto Hauppauge, LLC; Umberto Hicksville, LLC; Umberto Huntington, LLC; and Umberto White Plains, LLC. All further pleadings and other papers shall be filed in, and all further docket entries shall be made in, Case No. 11-11527 (SCC).

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, include: Sbarro, Inc. (1939); Sbarro Holdings, LLC (3819); Carmela's of Kirkman Operating, LLC (1182); Carmela's of Kirkman LLC (7703); Carmela's, LLC (8088); Corest Management, Inc. (9134); Demefac Leasing Corp. (2379); Larkfield Equipment Corp. (7947); Las Vegas Convention Center LLC (7645); Sbarro America Properties, Inc. (9540); Sbarro America, Inc. (9130); Sbarro Blue Bell Express LLC (1419); Sbarro Commack, Inc. (4007); Sbarro Express LLC (0253); Sbarro New Hyde Park, Inc. (6185); Sbarro of Las Vegas, Inc. (2853); Sbarro of Longwood, LLC (0328); Sbarro of Virginia, Inc. (2309); Sbarro Pennsylvania, Inc. (3530); Sbarro Properties, Inc. (9541); Sbarro Venture, Inc. (3182); Sbarro's of Texas, Inc. (5139); Umberto at the Source, LLC (8024); Umberto Deer Park, LLC (8728); Umberto Hauppauge, LLC (8245); Umberto Hicksville, LLC (0989); Umberto Huntington, LLC (8890); and Umberto White Plains, LLC (8159). The Debtors' service address is: 401 Broadhollow Road, Melville, New York 11747.

5. One consolidated docket, one file and one consolidated service list shall be maintained by Sbarro and kept by the Clerk of the United States Bankruptcy Court for the Southern District of New York with the assistance of the notice and claims agent retained by the Debtors in these chapter 11 cases.

6. The Debtors may file their monthly operating reports required by the Operating Guidelines and Reporting Requirements for Debtors in Possession and Trustees, issued by the Office of the United States Trustee for the Southern District of New York, on a consolidated basis but shall track and break out disbursements on a debtor-by-debtor basis.

7. Nothing contained in the Motion or this Order shall be deemed or construed as directing or otherwise affecting a substantive consolidation of the Debtors' chapter 11 cases.

8. The Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Motion.

9. Notice of the Motion as provided therein shall be deemed good and sufficient notice of such motion and the requirements of the local rules of this Court are satisfied by such notice.

10. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

11. This Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Dated: New York, New York  
April 5, 2011

/S/ Shelley C. Chapman  
Shelley C. Chapman  
United States Bankruptcy Judge